

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
WINC, INC., <i>et al.</i> , ¹	Case No. 22-11238 (LSS)
Debtors.	(Jointly Administered)
Ref. Docket Nos. 14 & 44	

**CERTIFICATION OF COUNSEL REGARDING PROPOSED
FURTHER INTERIM ORDER (I) AUTHORIZING DEBTORS TO
(A) OBTAIN POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361,
362, 364(C)(1), 364(C)(3), 364(D)(1), AND 364(E) AND (B) USE CASH COLLATERAL
PURSUANT TO 11 U.S.C. § 363, AND (II) GRANTING ADEQUATE PROTECTION
PURSUANT TO 11 U.S.C. §§ 361, 362, 363, AND 364**

On December 2, 2022, the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”), filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Determining that the Prepetition Secured Lender Is Adequately Protected; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [Docket No. 14] (the “DIP Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

On December 7, 2022, the Court entered an order granting the relief requested in the DIP Motion on an interim basis [Docket No. 44] (the “Interim Order”).² Pursuant to the Interim Order, the Court scheduled a hearing for December 22, 2022 at 10:00 a.m. (ET) (the “Hearing”) to consider the Motion on a final basis.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not defined herein have the meanings given to them in the Interim Order.

Prior to the Hearing, the Debtors conferred with counsel to the DIP Lender, the Prepetition Secured Party, and the Official Committee of Unsecured Creditors (the “Committee” and, collectively, the “Interested Parties”), and such parties agreed to adjourn consideration of the DIP Motion on a final basis to January 6, 2023 at 2:00 p.m. (ET) to provide the Interested Parties with additional time to address issues raised by the Committee. As a result of those discussions, the Interested Parties have agreed to certain revisions to the Interim Order as set forth in the proposed further interim order, attached hereto as Exhibit 1 (the “Proposed Further Interim Order”).

Accordingly, the Debtors hereby submit the Proposed Further Interim Order and respectfully request that the Court enter the Proposed Further Interim Order at its earliest convenience without further notice or a hearing.

Dated: December 22, 2022
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

Michael R. Nestor (No. 3526)
Matthew B. Lunn (No. 4119)
Allison S. Mielke (No. 5934)
Joshua B. Brooks (No. 6765)
Shella Borovinskaya (No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
mlunn@ycst.com
amielke@ycst.com
jbrooks@ycst.com
sborovinskaya@ycst.com

*Proposed Counsel to the Debtors and
Debtors in Possession*